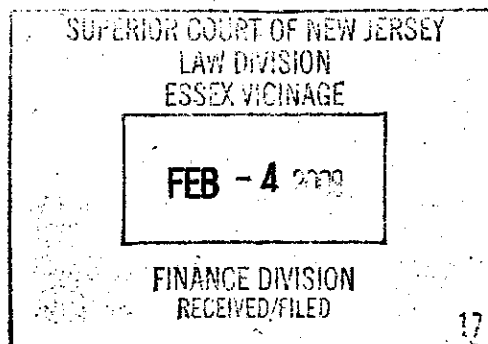


**Courtesy
Copy**

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NEW JERSEY DEPARTMENT OF
ENVIRONMENTAL PROTECTION, THE
COMMISSIONER OF THE NEW JERSEY
ENVIRONMENTAL PROTECTION AGENCY,
and THE ADMINISTRATOR OF THE NEW
JERSEY SPILL COMPENSATION FUND,

Plaintiffs,

vs.

OCCIDENTAL CHEMICAL CORPORATION,
TIERRA SOLUTIONS, INC., MAXUS ENERGY
CORPORATION, REPSOL YPF, S.A., YPF, S.A.,
YPF HOLDINGS, INC. and CLH HOLDINGS,

Defendants,

MAXUS ENERGY CORPORATION and
TIERRA SOLUTIONS, INC.,

Third-Party Plaintiffs,

vs.

3M COMPANY,
A.C.C., INC.,
ACH FOOD COMPANIES, INC.,
ACTIVE OIL SERVICE,
ADCO CHEMICAL COMPANY,
AGC CHEMICALS AMERICAS, INC.,

SUPERIOR COURT OF NEW JERSEY

LAW DIVISION - ESSEX COUNTY
DOCKET NO. L-009868-05

ALDEN-LEEDS, INC.,
ALLIANCE CHEMICAL, INC.,
ALUMAX MILL PRODUCTS, INC.,
AMCOL REALTY CO.,
AMERICAN INKS AND COATINGS CORPORATION,
APEXICAL, INC.,
APOLAN INTERNATIONAL, INC.,
ARKEMA, INC.,
ASHLAND INC.,
ASHLAND INTERNATIONAL HOLDINGS, INC.,
ASSOCIATED AUTO BODY & TRUCKS, INC.,
ATLAS REFINERY, INC.,
AUTOMATIC ELECTRO-PLATING CORP.,
AKZO NOBEL COATINGS, INC.,
BASF CATALYSTS LLC,
BASF CONSTRUCTION CHEMICALS INC.,
BASF CORPORATION,
BAYER CORPORATION,
BEAZER EAST, INC.,
BELLEVILLE INDUSTRIAL CENTER,
BENJAMIN MOORE & COMPANY,
BEROL CORPORATION,
B-LINE TRUCKING, INC.,
BORDEN & REMINGTON CORP.,
C.S. OSBORNE & CO.,
CAMPBELL FOUNDRY COMPANY,
CASCHEM, INC.,
CBS CORPORATION,
CELANESE LTD.,
CHEMICAL COMPOUNDS INC.,
CHEMTURA CORPORATION,
CLEAN EARTH OF NORTH JERSEY, INC.,
COSMOPOLITAN GRAPHICS CORPORATION,
CIBA CORPORATION,
COLTEC INDUSTRIES INC.,
COLUMBIA TERMINALS, INC.,
COMO TEXTILE PRINTS, INC.,
CONAGRA PANAMA, INC.,
CONOPCO, INC.,
CONSOLIDATED RAIL CORPORATION,
COOK & DUNN PAINT CORPORATION,
COSAN CHEMICAL CORPORATION,
COVANTA ESSEX COMPANY,
CRODA, INC.,
CRUCIBLE MATERIALS CORPORATION,
CURTISS-WRIGHT CORPORATION,
CWC INDUSTRIES, INC.,
DARLING INTERNATIONAL, INC.,
DAVANNE REALTY CO.,
DELEET MERCHANDISING CORPORATION,
DELVAL INK AND COLOR, INCORPORATED,

DILORENZO PROPERTIES COMPANY, L.P.,
E.I. DU PONT DE NEMOURS AND COMPANY,
EASTMAN KODAK COMPANY,
EDEN WOOD CORPORATION,
ELAN CHEMICAL COMPANY, INC.,
EM SERGEANT PULP & CHEMICAL CO.,
EMERALD HILTON DAVIS, LLC,
ESSEX CHEMICAL CORPORATION,
EXXON MOBIL
F.E.R. PLATING, INC.,
FINE ORGANICS CORPORATION,
FISKE BROTHERS REFINING COMPANY,
FLEXON INDUSTRIES CORPORATION,
FLINT GROUP INCORPORATED,
FORT JAMES CORPORATION,
FOUNDRY STREET CORPORATION,
FRANKLIN-BURLINGTON PLASTICS, INC.,
GARFIELD MOLDING COMPANY, INC.,
GENERAL CABLE INDUSTRIES, INC.,
GENERAL DYNAMICS CORPORATION,
GENERAL ELECTRIC COMPANY,
GENTEK HOLDING LLC,
GIVAUDAN FRAGRANCES CORPORATION,
G. J. CHEMICAL CO.,
GOODY PRODUCTS, INC.,
GORDON TERMINAL SERVICE CO. OF N.J., INC.,
HARRISON SUPPLY COMPANY,
HARTZ MOUNTAIN CORPORATION,
HAVENICK ASSOCIATES L.P.,
HEXCEL CORPORATION,
HEXION SPECIALTY CHEMICALS, INC.,
HOFFMANN-LA ROCHE INC.,
HONEYWELL INTERNATIONAL INC.,
HOUGHTON INTERNATIONAL INC.,
HUDSON TOOL & DIE COMPANY, INC.,
HY-GRADE ELECTROPLATING CO.,
ICI AMERICAS INC.,
INNOSPEC ACTIVE CHEMICALS LLC,
INX INTERNATIONAL INK CO.,
ISP CHEMICALS INC.,
ITT CORPORATION,
KEARNY SMELTING & REFINING CORP.,
KAO BRANDS COMPANY,
KOEHLER-BRIGHT STAR, INC.,
LINDE, INC.,
LUCENT TECHNOLOGIES, INC.,
MACE ADHESIVES & COATINGS COMPANY, INC.,
MALLINCKRODT INC.,
MERCK & CO., INC.,
METAL MANAGEMENT NORTHEAST, INC.,
MI HOLDINGS, INC.,

MILLER ENVIRONMENTAL GROUP, INC.,
MORTON INTERNATIONAL, INC.,
N L INDUSTRIES, INC.,
NAPPWOOD LAND CORPORATION,
NATIONAL FUEL OIL, INC.,
NATIONAL-STANDARD, LLC,
NELL-JOY INDUSTRIES, INC.,
NESTLE U.S.A., INC.,
NEW JERSEY TRANSIT CORPORATION,
NEWS AMERICA, INC.,
NEWS PUBLISHING AUSTRALIA LIMITED,
NORPAK CORPORATION,
NOVELIS CORPORATION,
ORANGE AND ROCKLAND UTILITIES, INC.,
OTIS ELEVATOR COMPANY,
PRC-DESOTO INTERNATIONAL, INC.,
PASSAIC PIONEERS PROPERTIES COMPANY,
PFIZER INC.,
PHARMACIA CORPORATION,
PHELPS DODGE INDUSTRIES, INC.,
PHILBRO, INC.,
PITT-CONSOL CHEMICAL COMPANY,
PIVOTAL UTILITY HOLDINGS, INC.,
PPG INDUSTRIES, INC.,
PRC-DESOTO INTERNATIONAL, INC.,
PRAXAIR, INC.,
PRECISION MANUFACTURING GROUP, LLC,
PRENTISS INCORPORATED,
PROCTER & GAMBLE MANUFACTURING COMPANY,
PRYSMIAN COMMUNICATIONS CABLES AND
SYSTEMS USA LLC,
PSEG FOSSIL LLC,
PUBLIC SERVICE ELECTRIC AND GAS COMPANY,
PURDUE PHARMA TECHNOLOGIES, INC.,
QUALA SYSTEMS, INC.,
QUALITY CARRIERS, INC.,
RECKITT BENCKISER, INC.,
REICHHOLD, INC.,
REVERE SMELTING & REFINING CORPORATION,
REXAM BEVERAGE CAN COMPANY,
ROMAN ASPHALT CORPORATION,
ROYCE ASSOCIATES, A LIMITED PARTNERSHIP,
R.T. VANDERBILT COMPANY, INC.,
RUTHERFORD CHEMICALS LLC,
S&A REALTY ASSOCIATES, INC.,
SCHERING CORPORATION,
SEQUA CORPORATION,
SETON COMPANY,
SIEMENS WATER TECHNOLOGIES CORP.
SINGER SEWING COMPANY
SPECTRASERV, INC.,

STWB, INC.,
SUN CHEMICAL CORPORATION,
SVP WORLDWIDE, LLC,
TATE & LYLE INGREDIENTS AMERICAS, INC.,
TEVA PHARMACEUTICALS USA, INC.,
TEVAL CORP.,
TEXTRON INC.,
THE DIAL CORPORATION,
THE DUNDEE WATER POWER AND LAND COMPANY,
THE NEWARK GROUP, INC.,
THE OKONITE COMPANY, INC.,
THE SHERWIN-WILLIAMS COMPANY,
THE STANLEY WORKS,
THE VALSPAR CORPRATION,
THIRTY-THREE QUEEN REALTY INC.,
THREE COUNTY VOLKSWAGEN CORPORATION,
TIDEWATER BALING CORP.,
TIFFANY & CO.,
TIMCO, INC.,
TRIMAX BUILDING PRODUCTS, INC.,
TROY CHEMICAL CORPORATION, INC.,
UNIVERSAL OIL PRODUCTS COMPANY,
V. OTTILIO & SONS, INC.,
VELSICOL CHEMICAL CORPORATION,
VEOLIA ES TECHNICAL SOLUTIONS, L.L.C.,
VERTELLUS SPECIALTIES INC.,
VITUSA CORP.,
VULCAN MATERIALS COMPANY,
W.A.S. TERMINALS CORPORATION,
W.A.S. TERMINALS, INC.,
W.C. INDUSTRIES,
WHITTAKER CORPORATION,
WIGGINS PLASTICS, INC.,
ZENECA INC.,

Third-Party Defendants.

MAXUS ENERGY CORPORATION'S AND TIERRA SOLUTIONS, INC.'S

THIRD-PARTY COMPLAINT "B"

Defendants Maxus Energy Corporation ("Maxus") and Tierra Solutions, Inc. ("Tierra") bring this Third-Party Complaint against the herein named Third-Party Defendants, and allege as follows:

2487. On information and belief, GE is responsible for environmental liabilities related to the operations at the RCA Site from 1882 until 1976.

2488. On September 11, 2006, EPA sent a General Notice Letter notifying GE of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the RCA Site.

2489. GE, as successor to Edison and RCA, is a "discharger" and/or a Person "in any way responsible" for the Hazardous Substances that were discharged at the RCA Site and released into the Newark Bay Complex.

Reichhold Albert Avenue Site

2490. Reichhold, Inc. is the current owner of property located at 46 Albert Avenue, Newark, New Jersey (the "Reichhold Albert Avenue Site"). The Reichhold Albert Avenue Site is approximately 1.5 acres in size and is bounded by Albert Avenue on the south, Cornelia Street on the east, Central Railroad of New Jersey on the west, and Lister Avenue on the north. Industrial operations began at the Reichhold Albert Avenue Site in the early 1900s.

2491. In 1966, Cellomer Corporation acquired the Reichhold Albert Avenue Site and operated it until 1983. In 1983, Polychrome Corporation acquired the Reichhold Albert Avenue Site and operated it until 1988. In 1988, Reichhold Chemicals, Inc. acquired the Reichhold Albert Avenue Site and operated it until at least 1996. Reichhold Chemicals, Inc. subsequently changed its name to Reichhold, Inc. ("Reichhold").

2492. Polychrome Corporation is the successor to Cellomer Corporation. Reichhold is the successor to Polychrome Corporation. Reichhold is responsible for the acts and omissions of Cellomer Corporation and Polychrome Corporation at the Reichhold Albert Avenue Site.

2493. On or about April 26, 1973, a tank trailer loading liquid resin for Cellomer overturned at the Reichhold Albert Avenue Site. Resin flowed into the Albert Avenue storm sewer, through the Lockwood Street storm sewer and then into the Passaic River. Resin from the spill was observed in the Passaic River until at least May 1, 1973.

2494. During an October 11, 1978 inspection by NJDEP, spills and leakage were observed throughout a drum storage area on the Reichhold Albert Avenue Site.

2495. According to a study by Clinton Bogert Associates conducted for the City of Newark in 1978 and 1979, a continuous flow of viscous orange chemicals was observed leaking from drums stored on the Reichhold Albert Avenue Site and entering the Cornelia Street inlet to the Lister Avenue storm sewer. The Bogert Study noted that pollution in the Lister Avenue storm sewer resulted from spillage by Cellomer at the Reichhold Albert Avenue Site. According to the Bogert Study, an intermittent flow of water and oil from the Reichhold Albert Avenue Site was also observed entering the Cornelia Street gutter and flowing to the Albert Avenue storm sewer.

2496. On May 16, 1979, there was a varnish spill at the Reichhold Albert Avenue Site when a varnish drum was punctured and varnish ran into a catch basin on Cornelia Street.

2497. During an inspection in February of 1982, spillage was observed near the railroad tracks on the west side of the Reichhold Albert Avenue Site. Spillage from drums onto the sidewalk next to Cornelia Street was also observed, as was spillage from drums near Lister Avenue. The inspector was not permitted to photograph the poor housekeeping conditions at the Reichhold Albert Avenue Site, nor was he permitted to sample any of the spillage on the Reichhold Albert Avenue Site.

2498. Hazardous Substances and other compounds detected in the soil at the Reichhold Albert Avenue Site include: PCBs, benzene, total xylenes, ideno(1,2,3-cd)pyrene, benzo(a)anthracene, benzo(b)fluoranthene, benzo(k)fluoranthene, ethylbenzene, toluene, naphthalene, 1,2-dichloroethane, carbon tetrachloride, tetrachloroethene, trichloroethene, arsenic, beryllium, chromium, lead, nickel, and antimony.

2499. Stormwater at the Reichhold Albert Avenue Site discharged via overland flow to several catch basins in an adjacent roadway.

2500. In general, groundwater at the Reichhold Albert Avenue Site flows to the northeast towards the Passaic River.

2501. Hazardous Substances and other compounds detected in the groundwater at the Reichhold Albert Avenue Site include: benzene, ethylbenzene, toluene, lead, and xylenes.

2502. Reichhold is a "discharger" and/or a Person "in any way responsible" for the Hazardous Substances that were discharged at the Reichhold Albert Avenue Site and released into the Newark Bay Complex.

Reichhold Doremus Avenue Site

2503. Reichhold, Inc. is the current owner of property consisting of approximately 10 acres located at 400 Doremus Avenue, Newark, New Jersey (the "Reichhold Doremus Avenue Site"). The Reichhold Doremus Avenue Site is located directly across from Kearny Point, which marks the confluence of the Passaic and Hackensack Rivers, where such rivers join to form Newark Bay.

2504. The Reichhold Doremus Avenue Site was originally marshland which was filled in by the early 1900s, when manufacturing operations began at the site. The manufacture of resins and resin-related products began at the Reichhold Doremus Avenue Site in the early 1930s.

Ashland Inc.

2505. Ashland Oil, Inc. owned and operated the Reichhold Doremus Avenue Site from 1968 until 1978. On information and belief, Ashland Inc. ("Ashland") is the successor to Ashland Oil, Inc.

2506. On or about August 19, 1976, the sanitary sewer at the Reichhold Doremus Avenue Site ruptured and discharged into the flume underneath the site which resulted in the discharge of caustic into Newark Bay by Ashland.

2507. On or about June 29, 1977, Ashland discharged resinous material from the Reichhold Doremus Avenue Site into Newark Bay.

2508. In 1977, Ashland discharged oil from the Reichhold Doremus Avenue Site into the Passaic River.

2509. On or about July 12, 1978, Ashland discharged resin from the Reichhold Doremus Avenue Site into Newark Bay.

Textron Inc.

2510. Textron Inc. ("Textron") owned and operated the Reichhold Doremus Avenue Site from 1979 until 1985.

2511. On or about September 10, 1979, Textron discharged resin from the Reichhold Doremus Avenue Site into Newark Bay.

2512. In 1980, Textron discharged oil from the Reichhold Doremus Avenue Site into Newark Bay.

2513. During Textron's implementation of a soil remediation project at the Reichhold Doremus Avenue Site in 1991, Textron released free-phase resinous material into the Passaic River.

2514. NL Industries, Inc. owned and operated the Reichhold Doremus Avenue Site from 1985 until 1989.

Reichhold, Inc.

2515. Reichhold Chemicals, Inc. acquired the Reichhold Doremus Avenue Site from NL Industries, Inc. in 1989. Reichhold Chemicals, Inc. changed its name to Reichhold, Inc. ("Reichhold").

2516. In April 1991, Reichhold released resin containing xylene from the Reichhold Doremus Avenue Site into the Passaic River and/or Newark Bay.

2517. On information and belief, in January 1992, there was a fire and explosion at the Reichhold Doremus Avenue Site, resulting in the release by Reichhold of butyl alcohol into the Passaic River and/or Newark Bay.

2518. Hazardous Substances and other compounds detected in the soil at the Reichhold Doremus Avenue Site include: ethylbenzene, toluene, xylenes, benzene, methylene chloride, chloroform, lead, arsenic, mercury, zinc, copper, antimony, and petroleum hydrocarbons.

2519. Untreated stormwater from storm sewers and associated catch basins at the Reichhold Doremus Avenue Site was discharged into the Passaic River.

2520. The Reichhold Doremus Avenue Site was flooded in October 1991.

2521. Hazardous Substances and other compounds detected in the groundwater at the Reichhold Doremus Avenue Site include: ethylbenzene, toluene, benzene, cyanide, selenium, xylenes, methylene chloride, arsenic, cadmium, chromium, copper, lead, mercury, and zinc.

2522. Plum Creek flows through an underground conduit or flume beneath the Reichhold Doremus Avenue Site and discharges from a pipe directly into Newark Bay. Much of the shallow groundwater at the Reichhold Doremus Avenue Site flows towards and into the underground flume that discharges into Newark Bay. The underground flume is the discharge point for most constituents that have entered the groundwater at the Reichhold Doremus Avenue Site.

2523. Hazardous Substances were detected in the sediment and water in the flume at the Reichhold Doremus Avenue Site. A water sample from the outfall of the plume revealed the presence of total volatile organics, base neutrals, and priority pollutant metals. Substances detected in the flume at the Reichhold Doremus Avenue Site include chlorobenzene, 1,1-dichloroethane, trans-1,2-dichloroethane, methylene chloride, toluene, 1,1,1-trichloroethane and ethylbenzene.

2524. Another component of the shallow groundwater at the site flows towards the area of the site where an on-site storm sewer conduit penetrates the breakwall adjacent to Newark Bay. The general flow of deep groundwater at the Reichhold Doremus Avenue Site is into Newark Bay.

2525. On or about September 15, 2003, EPA sent a General Notice Letter notifying Reichhold Chemicals, Inc. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Reichhold Doremus Avenue Site.

2526. On or about June 8, 2006, EPA sent a General Notice Letter notifying Textron Inc. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Reichhold Doremus Avenue Site.

2527. Ashland, Textron, and Reichhold are Dischargers and/or Persons "in any way responsible" for the Hazardous Substances that were discharged at the Reichhold Doremus Avenue Site and released into the Newark Bay Complex.